

Executed in 10 Counterparts of  
which this is Counterpart No. 10

RECORDATION NO. 6795-AS8312

Filed & Recorded

JAN 10 1973 -9 55 AM

INTERSTATE COMMERCE COMMISSION

THIS SUPPLEMENTAL AGREEMENT, dated as of December 15, 1972, among GREENVILLE STEEL CAR COMPANY (the "Builder"), SOUTHERN RAILWAY COMPANY (the "Railroad"), and FIRST NATIONAL CITY BANK (the "Assignee");

WHEREAS, the Builder and the Railroad entered into a Conditional Sale Agreement dated as of September 1, 1972, (the "Conditional Sale Agreement"), pursuant to which the Builder agreed to sell and deliver to the Railroad and the Railroad agreed to purchase the equipment described in Schedule A to the Conditional Sale Agreement; and

WHEREAS, the Builder thereafter assigned certain of its rights under the Conditional Sale Agreement and its right, title and interest in and to the equipment to the Assignee pursuant to an Agreement and Assignment dated as of September 1, 1972, (the "Assignment"); and

WHEREAS, the parties hereto desire to amend the Conditional Sale Agreement and the Assignment to extend the Cut-Off Date as defined in the Conditional Sale Agreement;

NOW THEREFORE, in consideration of the foregoing and of the mutual promises, covenants and agreements hereinafter set forth, the parties hereto agree that the Cut-Off Date, as that term is defined in the Conditional Sale Agreement, is amended to mean February 28, 1973.

All references to the Cut-Off Date in the Assignment are amended to refer to the Cut-Off Date as extended hereby.

Except as amended and supplemented by this Supplemental Agreement, the Conditional Sale Agreement and the Assignment shall remain in full force and effect.

This Supplemental Agreement may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument, which shall be sufficiently evidenced by any such original counterpart.

IN WITNESS WHEREOF, the parties hereto, each pursuant to due corporate authority, have caused this Supplemental Agreement to be signed in their respective corporate names by duly authorized

officers and their respective corporate seals to be hereunto  
affixed and duly attested, all as of the date first above written.

GREENVILLE STEEL CAR COMPANY,  
By

ATTEST:

*W.B. Dyer*  
Assistant Secretary

*G.B. Brecht*  
Vice President

SOUTHERN RAILWAY COMPANY,  
By

ATTEST:

*R.A. Allen*  
Assistant Secretary

*K.A. Stueben*  
Vice President

FIRST NATIONAL CITY BANK,  
By

ATTEST:

*Red Jones*  
Assistant Cashier  
Account Officer

*J.M. Seema*  
Vice President

COMMONWEALTH OF PENNSYLVANIA )

) ss:

County of Mercer )

On this 18th day of December, 1972, before me personally appeared G. C. Brecht, to me personally known, who, being by me duly sworn, says that he is Vice President of GREENVILLE STEEL CAR COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

LEORA SMITH, Notary Public  
GREENVILLE, MERCER COUNTY

*Leora Smith*  
Notary Public

My commission expires ~~My Commission Expires Feb. 21, 1973~~

DISTRICT OF COLUMBIA:

On this 12th day of December, 1972, before me personally appeared K. A. Stoecker, to me personally known, who, being by me duly sworn say that he is a Vice President of SOUTHERN RAILWAY COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Director and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Lawrence A. Huff*  
Lawrence A. Huff  
Notary Public

in and for the District of Columbia

My commission expires June 30, 1977.

STATE OF NEW YORK )

) ss:

County of New York

On this 29 day of December, 1972, before me personally appeared John M. Beeman, to me personally known, who, being by me duly sworn, says that he is a Trust Officer of FIRST NATIONAL CITY BANK, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Alexander Zwarych*  
Notary Public

My commission expires

ALEXANDER ZWARYCH  
Notary Public, State of New York  
No. 30-4400815  
Qualified in Nassau County  
Certificate filed in New York County  
Commission Expires March 30, 1973

Notary Public  
Notary Public, State of New York  
No. 30-4400815  
Qualified in Nassau County  
Certificate filed in New York County  
Commission Expires March 30, 1973